

1-143A030

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

May 22, 1991

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

17329
RECORDATION NO. FILED 1425

MAY 23 1991 -2 10 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Memorandum of Note and Security Agreement dated as of May 9, 1991 between the following parties:

Maker:	National Railroad Passenger Corporation 400 N. Capital Street Washington DC 20001
Secured Party:	Helm Financial Corporation One Embarcadero Center, Suite 3500 San Francisco, CA 94111

The equipment involved in this transaction is as follows:

Equipment: GP40-2 Locomotive
See Annex A for Car Numbers

Please file this agreement as a primary document. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

Karen Rahnasto

Karen Rahnasto
Fleet Operations Administrator

Enclosures

KR:po

MAY 23 2 05 PM '91
RECORDING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

5/28/91

OFFICE OF THE SECRETARY

Karen Rahmasto

Helm Financial Corporation

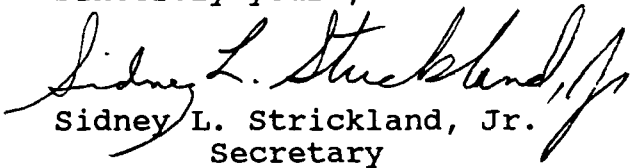
One Embarcadero Center

San Francisco, California 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/23/91 at 2:10pm , and assigned recordation number(s). 17329

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MAY 23 1991 - 2 10 PM

MEMORANDUM OF
NOTE AND SECURITY AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF NOTE AND SECURITY AGREEMENT is intended to evidence the Note and Security Agreement dated as of May 9, 1991 (the "Note and Security Agreement") between National Railroad Passenger Corporation, a District of Columbia corporation (the "Maker"), and Helm Financial Corporation, a California corporation (the "Secured Party"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Debtor is the owner of the Locomotives more fully described in Annex A hereto (the "Equipment"). The Debtor has granted a security interest in the Equipment to the Secured Party upon the terms and conditions provided in the Note and Security Agreement, attached hereto as Annex B.

IN WITNESS WHEREOF, the Debtor and the Secured Party, each pursuant to due authority, have executed this Memorandum of Note and Security Agreement, as of this 9th day of May, 1991.

DEBTOR

NATIONAL RAILROAD PASSENGER CORPORATION

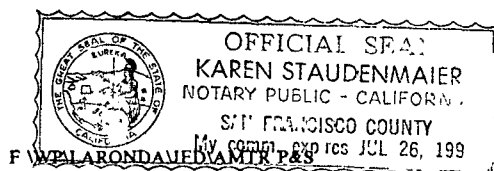
BY: [Signature]
Title: Treasurer

SECURED PARTY

HELM FINANCIAL CORPORATION

BY: [Signature]
Title: President

This document is a true and correct copy of the original Memorandum of Note and Security Agreement dated as of May 9, 1991.



Notary Public: Karen Staudenmaier
My Commission Expires: July 26, 1993

**ANNEX A
TO MEMORANDUM
OF NON-RECOURSE
NOTE AND SECURITY AGREEMENT
DATED AS OF May 9, 1991**

Equipment Description

GP 40-2

Equipment Numbers

Amtrak - 664
Old - 2042